

ATTACHMENT II

MCC TELEPHONY OF ILLINOIS, INC.

**ARTICLES OF INCORPORATION
&
ILLINOIS CERTIFICATE OF AUTHORITY**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MCC TELEPHONY OF ILLINOIS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2004, AT 12:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3759182 8100

AUTHENTICATION: 2902573

040052964

DATE: 01-30-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:43 PM 01/27/2004
FILED 12:43 PM 01/26/2004
SRV 040052964 - 3759182 FILE

CERTIFICATE OF INCORPORATION**OF****MCC TELEPHONY OF ILLINOIS, INC.**

The undersigned, acting as the incorporator of the corporation hereby being formed under the General Corporation Law of the State of Delaware, certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is:

MCC Telephony of Illinois, Inc.

SECOND: The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, in the County of New Castle, Delaware 19801; and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, and to have and exercise all the powers conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law of the State of Delaware.

FOURTH: The number of shares which the corporation shall have authority to issue is 1,000 (one thousand), all of which consist of Common Stock, par value \$0.01.

FIFTH: The name and mailing address of the incorporator are as follows:

Bruce Gluckman
100 Crystal Run Road
Middletown, NY 10941

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Signed on January 26, 2004

/s/Bruce Gluckman
Bruce Gluckman, Incorporator



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 18, 2004

6328-391-6

C T CORPORATION SYSTEM
600 S SECOND ST
SPRINGFIELD, IL 62704

RE MCC TELEPHONY OF ILLINOIS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD



0408545008

FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act

Doc#: **0408545008**
Eugene "Gene" Moore Fee: \$26.00
Cook County Recorder of Deeds
Date: 03/25/2004 11:20 AM Pg: 1 of 2

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

FILED
MAR 18 2004
JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

File # 6328-391-6

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ — Total \$ 175.00 Approved: [Signature]
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: MCC Telephony of Illinois, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Delaware; Date of Incorporation January 26, 2004; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 100 Crystal Run Road
Middletown, NY 10941
(b) Address of principal office in Illinois: 609 S. Fourth Street
Chillicothe, IL 61523

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: C T Corporation System

First Name	Middle Initial	Last name
Registered Office: <u>208 S LaSalle Street</u>		<u>Suite 814</u>
Number	Street	Suite #
<u>Chicago,</u>	<u>IL 60604</u>	<u>Cook</u>
City	ZIP Code	County

(A.P.O. Box alone is not acceptable.)

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President Calvin Craib	100 Crystal Run Road	Middletown	NY	10941
Secretary John Pascarelli	100 Crystal Run Road	Middletown	NY	10941
Director Calvin Craib	100 Crystal Run Road	Middletown	NY	10941
Director John Pascarelli	100 Crystal Run Road	Middletown	NY	10941
Director Mark Stephan	100 Crystal Run Road	Middletown	NY	10941

C-171.15

RECORDING DESK
BOX 170

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Delaware and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock		\$0.01	1,000	100

(If more, attach list)

9. Paid-in Capital: \$ 100
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 0
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 10,000 (Estimate- New Business)
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 10,000 (Estimate- New Business)

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated Feb 13, 2004
(Month & Day) (Year)
Calvin Craib
(Any Authorized Officer's Signature)
Calvin Craib, President
(Print Name and Title)

MCC Telephony of Illinois, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.